

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW HAMPSHIRE**

IN RE TYCO INTERNATIONAL LTD.,
SECURITIES LITIGATION

) MDL Docket No. 02-1335-PB
)
) This document relates to:
) Securities Action
) Civil Action No. 02-266-PB
)

**STIPULATION REGARDING JAMES J. HAYES' WITHDRAWAL OF MOTION FOR
RECONSIDERATION AND AGREEMENT NOT TO APPEAL**

WHEREAS, James J. Hayes ("Mr. Hayes") filed two letter objections to the settlement in the above-captioned matter [Docket Nos. 1134 and 1169] (the "Objections");

WHEREAS, pursuant to the Court's Final Order Approving Settlement, Plan of Allocation And Attorneys' Fees And Expense Reimbursement Request (the "Final Judgment") on December 19, 2007, the Court overruled the Objections;

WHEREAS, Mr. Hayes filed a Motion to Reconsider the End Date of the Class Period, Class Damages, and Approval of the Settlement [Docket No. 1192] ("Motion for Reconsideration");

WHEREAS, representatives of Co-Lead Counsel held multiple conversations with Mr. Hayes regarding his views on securities class actions and damage calculations in general and his efforts to better the system of prosecuting such cases;

WHEREAS, Mr. Hayes, through his personal counsel, Charles F. Daily, Jr., Esq. ("Mr. Daily"), has established the Foundation for Efficient Markets, a 501(c)(3) entity specifically designed to educate and inform shareholders and the judiciary of their rights and responsibilities in the field of securities fraud; to serve as advocate for more effective enforcement of existing

securities laws and regulations; and to help effect a more harmonious working relationship between shareholders and their advocates in securities fraud cases (the "Foundation");

WHEREAS, relying solely upon the advice of Mr. Daily, Mr. Hayes' personal counsel, and not relying upon the advice of Co-Lead Counsel, Mr. Hayes agreed that in exchange for a charitable contribution to the Foundation and payments made to Mr. Hayes and Mr. Daily for the considerable time they have spent or will spend establishing, maintaining and running the Foundation, out of the fees awarded to Co-Lead Counsel in this action, Mr. Hayes would withdraw his Motion for Reconsideration with prejudice and agreed not to appeal any other order issued by the Court in this action;

WHEREAS, on January 16, 2008, Mr. Hayes withdrew his Motion for Reconsideration [Docket No. 1196];

WHEREAS, Mr. Hayes and Mr. Daily have now advised Co-Lead Counsel and provided documentation reflecting that the Foundation was formally incorporated on February 29, 2008; and

WHEREAS, the Final Judgment in this action is no longer subject to appeal.

NOW THEREFORE, the parties to this Stipulation hereby agree as follows:

1. Co-Lead Counsel shall make a charitable contribution in the amount of \$300,000.00 out of its award of Attorney's Fees in this matter to the Foundation in accordance with written instructions provided by Mr. Hayes and Mr. Daily. Co-Lead Counsel shall have no obligation to assist in establishing, maintaining or running the Foundation and shall have no

affiliation whatsoever with the Foundation other than the contribution requirements of this Stipulation.

2. Co-Lead Counsel shall pay \$40,000.00 to each of Mr. Hayes and Daily out of its award of Attorney's Fees in this matter in accordance with written instructions to be provided by them to Co-Lead Counsel in recognition of the time that Mr. Hayes and Daily have spent and will spend in establishing, maintaining and running the Foundation.

3. This Stipulation shall be effective as of the date it is entered into by the Parties and shall be filed as a notice to the Court.

AGREED AND ACCEPTED AS OF 3/7/08:

Charles F. Daily, Jr., Esq.
1313 Lost Creek Blvd.
Austin, TX 78746

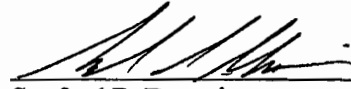
On Behalf of James J. Hayes

Andrew L. Barroway
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James J. Hayes
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On Behalf of Himself

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*Co-Lead Counsel for the Securities Action
Plaintiffs*

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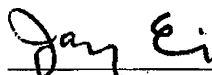
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FROM : SHIPPING [I] DEPOT

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On Behalf of James J. Hayes

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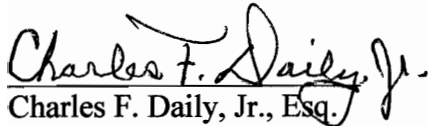
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